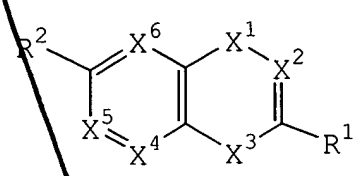
AMENDMENTS

Delete claims 11 and 36.

Replace claims 10 as follows:

10. (amended twice) A compound of formula (I)



(I)

including enantiomers, diastereomers, tautomers, pharmaceutically acceptable salts and solvates thereof wherein:

X^1 is C=O;

X^2 is CR^3;

X^3 is–NH-;

X^4 is CR^4;

X^5 is CR^5;

X^6 is CR^6;

R^1 is alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heterocycloalkyl, or heteroaryl;

R^2 is cyano or a substituted or unsubstituted monocyclic heteroaryl group;

R^3 is hydrogen, hydroxy, halogen, cyano, CO_2R^7, NR^8R^9, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heterocycloalkyl or heteroaryl;

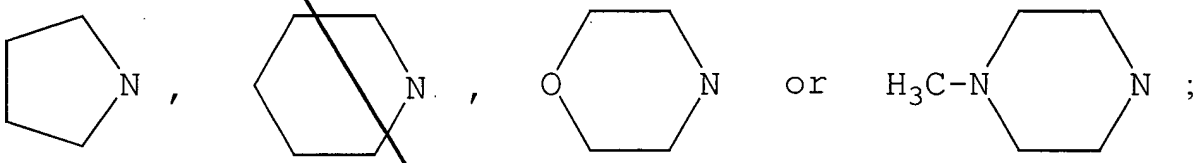
R^4, R^5, and R^6 are independently selected from the group consisting of hydrogen, halogen, nitro, cyano,
O-R^7, NR^8R^9, SR^7, $S(O)R^7$, SO_2R^7, SO_3R^7, $SO_2NR^8R^9$, CO_2R^7, $C(O)NR^8R^9$, C(O)alkyl, C(O)substituted alkyl, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl and substituted alkynyl;

R^7, R^{10}, and R^{11}, are independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, alkynyl, cycloalkyl, substituted cycloalkyl, C(O)alkyl, C(O)substituted alkyl, C(O)cycloalkyl, C(O) substituted cycloalkyl, C(O)aryl, C(O)substituted aryl, C(O)Oalkyl, C(O)Osubstituted alkyl, C(O)heterocycloalkyl, C(O)heteroaryl, aryl, substituted aryl, heterocycloalkyl and heteroaryl; and

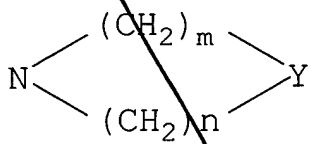
R^8 and R^9 are independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, alkenyl, alkynyl, C(O)alkyl, C(O)substituted alkyl, C(O)cycloalkyl, C(O)substituted cycloalkyl, C(O)aryl, C(O)substituted aryl, C(O)Oalkyl, C(O)Osubstituted alkyl, C(O)heterocycloalkyl, C(O)heteroaryl, aryl, substituted aryl, heterocycloalkyl, and heteroaryl or R^8 and R^9 taken together with the nitrogen atom to which they are attached complete a heterocycloalkyl or heteroaryl ring;

with the following provisos:

(a) when R^1 is substituted or meta unsubstituted phenyl, R^3 is H, R^4 is H, R^5 is H and R^6 is H, then R^2 is not PhCONH,



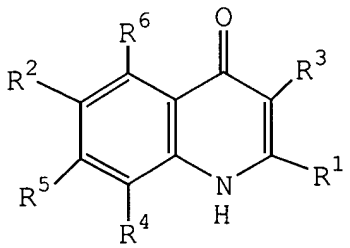
(b) when R^1 is phenyl substituted with H, F, Cl, Br, I, CH_3, CF_3, OH, OCH_3, OCF_3, OCH_2CH_3, NH_2, $NHCH_3$, $N(CH_3)_2$, O-benzyl, $-C(=O)-R_0$, or $-C(=O)-OR_0$ and R_0 is a lower alkyl group, R^3 is H, R^4 is H, R^5 is H and R^6 is H, then R^2 is not



where Y is CH_2, O or S, m and n are each greater than 1, and the sum of m and n is between 3 and 6; and

(c) when R^2 is heteroaryl, at least one of the heteroatoms must be O.

12. (amended) A compound of Claim 10 of formula (III)



(III)

including enantiomers, diastereomers, tautomers, pharmaceutically acceptable salts, and solvates thereof wherein:

R^2 is 4-oxazolyl, substituted 4-oxazolyl, 5-oxazolyl, or substituted 5-oxazolyl;

R^3 is hydrogen, hydroxy, NR^8R^9, alkyl of 1 to 4 carbons, alkenyl of 2 to 4 carbons, alkynyl of 2 to 4 carbons, substituted alkyl of 1 to 4 carbons, phenyl, substituted phenyl, cycloalkyl of 5 to 7 carbons, substituted cycloalkyl of 5 to 7 carbons, monocyclic heterocycloalkyl and monocyclic heteroaryl;

R^4 is hydrogen, halogen, nitro, hydroxy, alkyl of 1 to 4 carbons, cyano, CF_3, OCF_3, OCH_3, SCH_3, $S(O)CH_3$, or $S(O)_2CH_3$;

R^5 is hydrogen, halogen, nitro, hydroxy, alkyl of 1 to 4 carbons, cyano, vinyl, CF_3, CF_2CF_3, $CH{=}CF_2$, OCH_3, OCF_3, $OCHF_2$, SCH_3, $S(O)CH_3$, or $S(O)_2CH_3$; and

R^6 is hydrogen, halogen, nitro, hydroxy, alkyl of 1 to 4 carbons, cyano, CF_3, OCH_3, OCF_3, SCH_3, $S(O)CH_3$, and $S(O)_2CH_3$.

13. (amended) A compound of Claim 12 including enantiomers, diastereomers, tautomers, pharmaceutically acceptable salts, and solvates wherein:

R^2 is 4-oxazolyl, substituted 4-oxazolyl, 5-oxazolyl, substituted 5-oxazolyl or heteroaryl;

R^3 is hydrogen, hydroxy, halogen, methyl or NR^8R^9;

R^4 is hydrogen;

R^5 is halogen, methyl, ethyl, substituted alkenyl, alkyne, OMe or OCF_3; and

R^6 is hydrogen.

14. (amended) A compound of Claim 13 including enantiomers, diastereomers, tautomers, pharmaceutically acceptable salts, and solvates wherein:

R^2 is 4-oxazolyl, substituted 4-oxazolyl, 5-oxazolyl or substituted 5-oxazolyl;

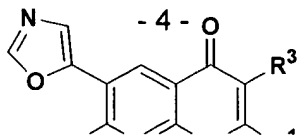
R^3 is hydrogen, hydroxy, halogen or methyl;

R^4 is hydrogen;

R^5 is halogen, methyl or OMe; and

R^6 is hydrogen.

15. (amended) A compound of Claim 10 of formula (V)



(V)

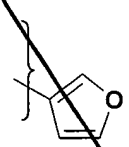
including enantiomers, diastereomers, tautomers, pharmaceutically acceptable salts, and solvates

selected from:

B1 Cont

a compound of formula (V) wherein:

R^1 is

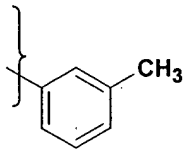


and R^3 is hydrogen;

B2

a compound of formula (V) wherein:

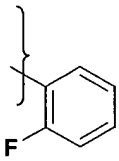
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is



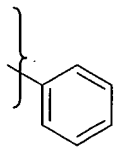
and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is CH_3 and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

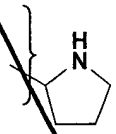


and R^3 is CH_3;

B1 cont

a compound of formula (V) wherein:

R^1 is

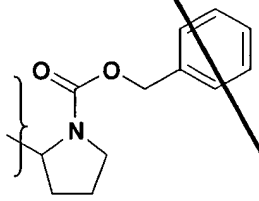


and R^3 is hydrogen;

a compound of formula (V) wherein:

B2

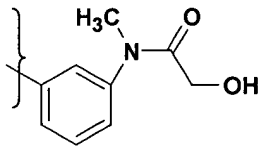
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

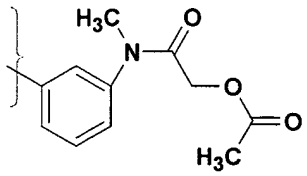
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

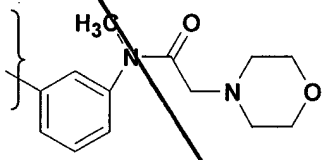


and R^3 is hydrogen;

B1 Cont

a compound of formula (V) wherein:

R^1 is

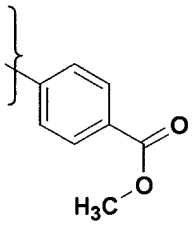


and R^3 is hydrogen;

B2

a compound of formula (V) wherein:

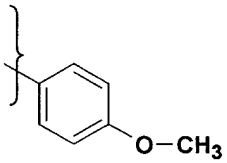
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

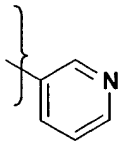
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

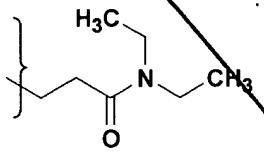
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

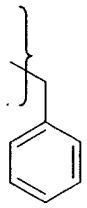
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

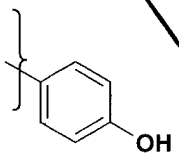
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

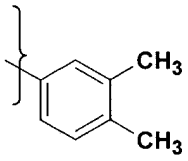
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

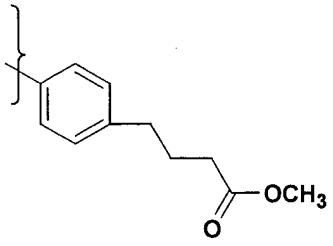
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

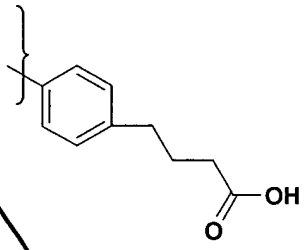
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

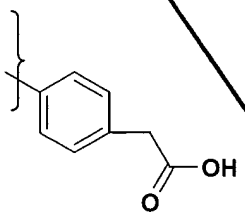
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

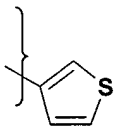
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

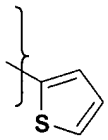
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

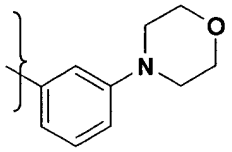
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

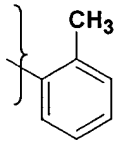
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

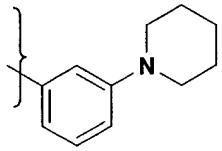
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

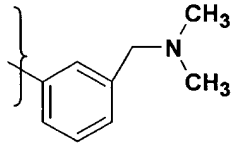
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

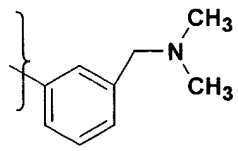
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

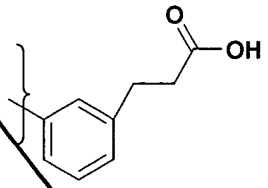
R^1 is



and R^3 is Br;

a compound of formula (V) wherein:

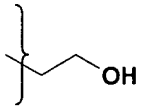
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

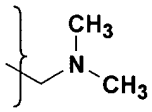
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

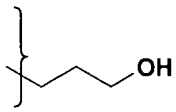
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

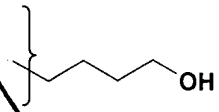
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

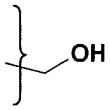
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

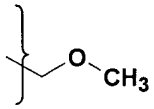
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

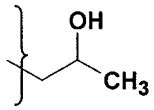
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

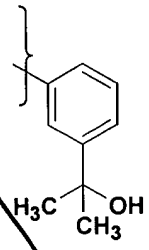
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

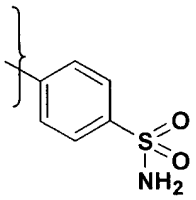


D1 cont

and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

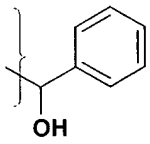


B2

and R^3 is hydrogen;

a compound of formula (V) wherein:

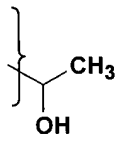
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

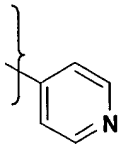
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

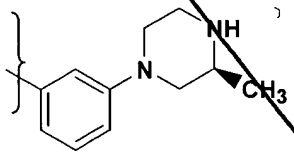


B1 cont

and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

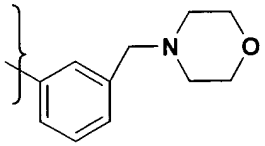


B2

and R^3 is hydrogen;

a compound of formula (V) wherein:

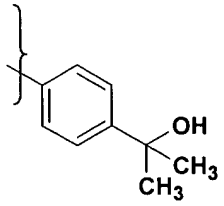
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

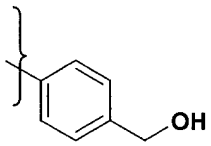
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

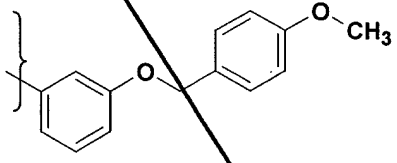
R^1 is



and R^3 is hydrogen;

B1 Cont a compound of formula (V) wherein:

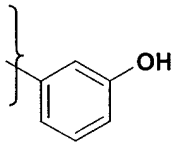
R^1 is



and R^3 is hydrogen;

B2 a compound of formula (V) wherein:

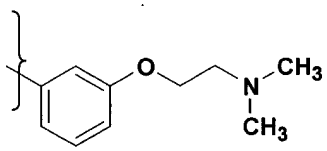
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

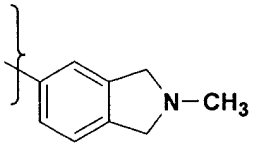
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

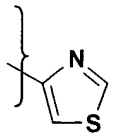
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

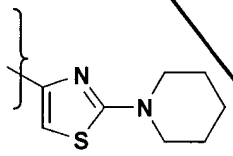
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

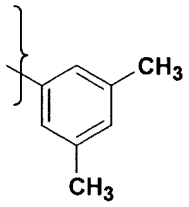
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

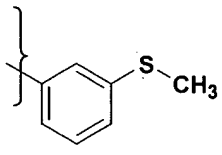
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

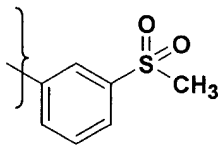
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

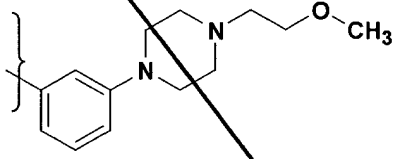
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

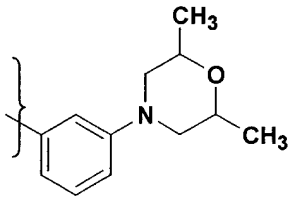
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

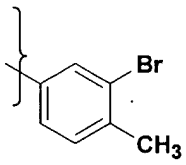
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

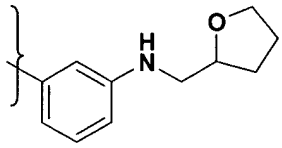
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

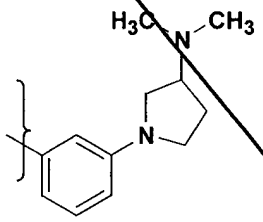


and R^3 is hydrogen;

B1 cont

a compound of formula (V) wherein:

R^1 is

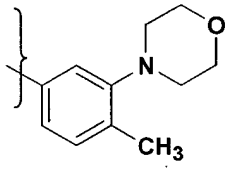


B2

and R^3 is hydrogen;

a compound of formula (V) wherein:

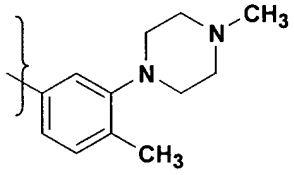
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

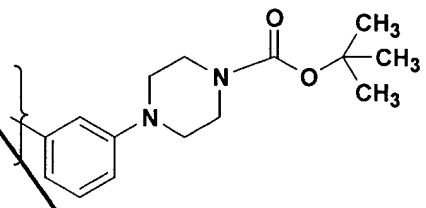
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

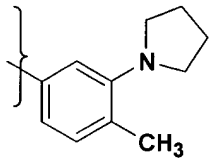


and R^3 is hydrogen;

B1 cont

a compound of formula (V) wherein:

R^1 is

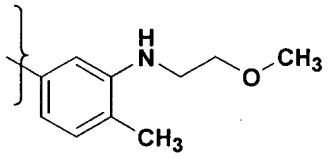


and R^3 is hydrogen;

B2

a compound of formula (V) wherein:

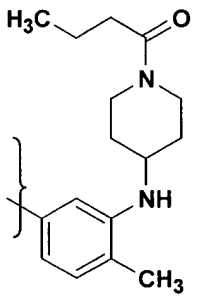
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

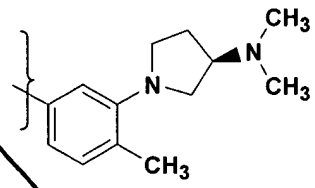
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

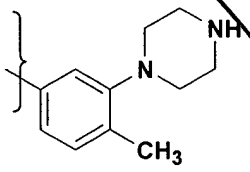
R^1 is



and R^3 is hydrogen;

B1 cont a compound of formula (V) wherein:

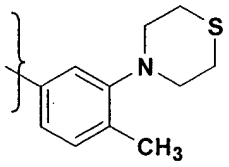
R^1 is



and R^3 is hydrogen;

B2 a compound of formula (V) wherein:

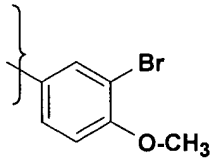
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

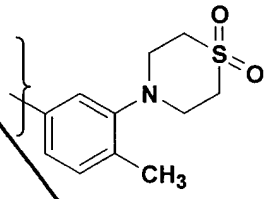
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

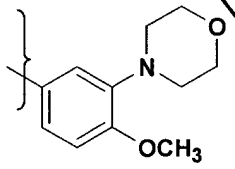


B1 cont

and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

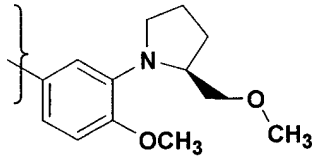


B2

and R^3 is hydrogen;

a compound of formula (V) wherein:

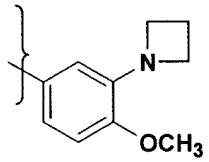
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

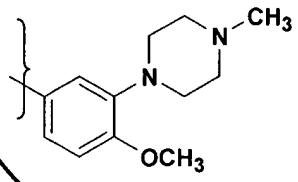
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

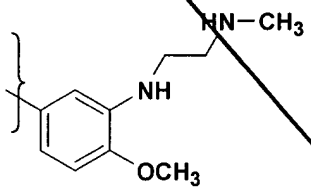
R^1 is



and R^3 is hydrogen;

B1 cont a compound of formula (V) wherein:

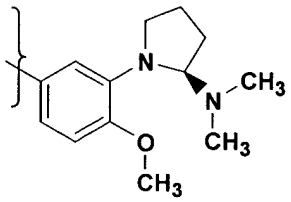
R^1 is



and R^3 is hydrogen;

B2 a compound of formula (V) wherein:

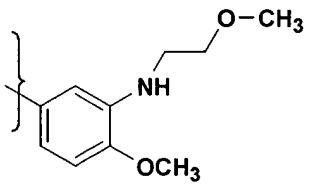
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

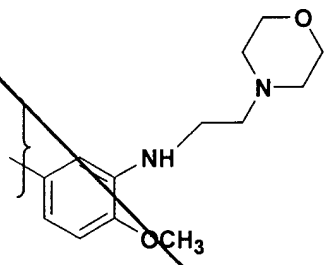
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

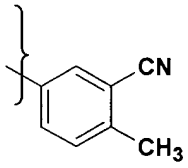


B1 Cont

and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

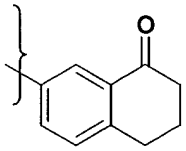


and R^3 is hydrogen;

B2

a compound of formula (V) wherein:

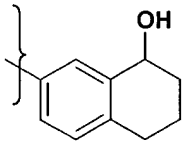
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

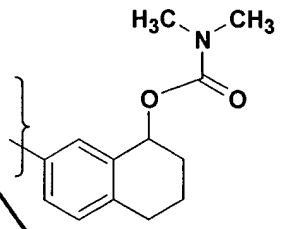
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

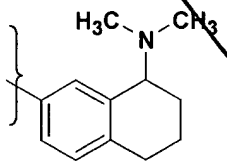
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

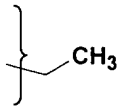
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

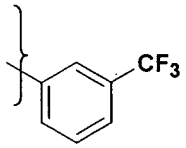
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

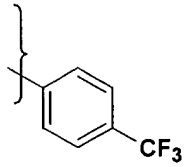
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

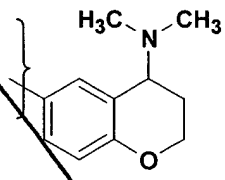
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

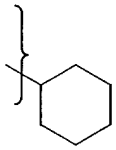
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

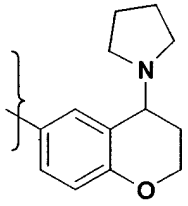
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

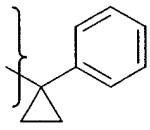
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

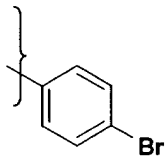
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

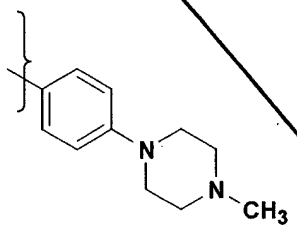
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

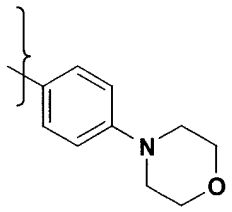
R^1 is



and R^3 is hydrogen;

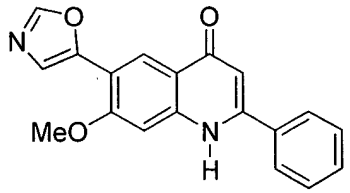
and a compound of formula (V) wherein:

R^1 is



and R^3 is hydrogen.

16. (amended) A compound of Claim 10 including enantiomers, diastereomers, tautomers, pharmaceutically acceptable salts, and solvates thereof selected from:



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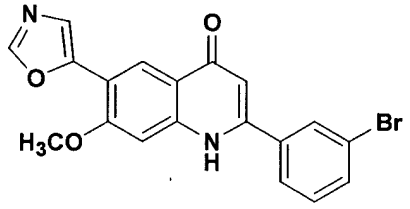

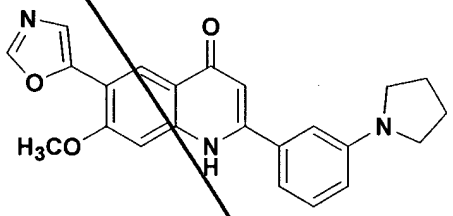

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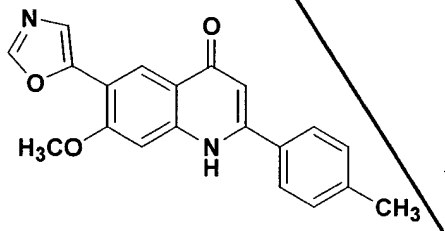

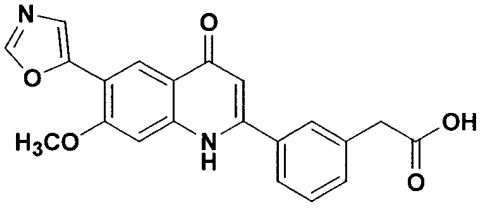

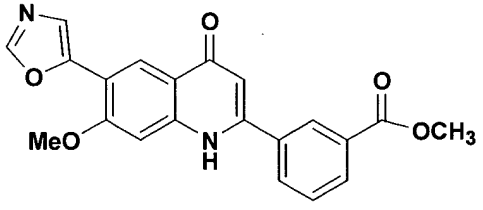

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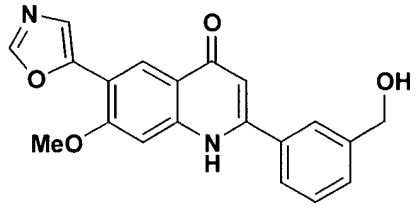

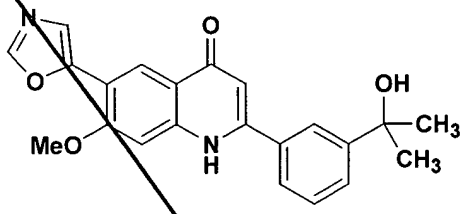

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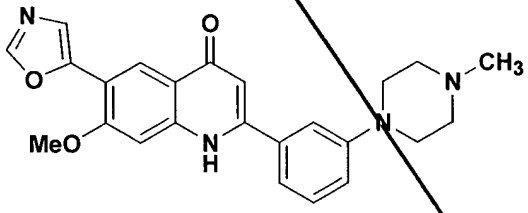

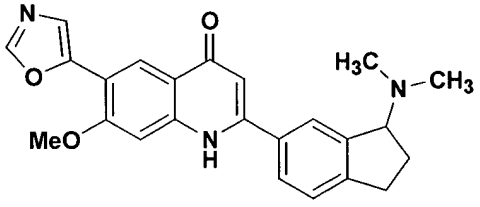

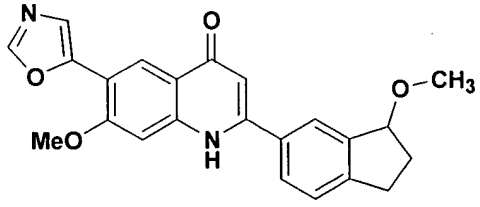

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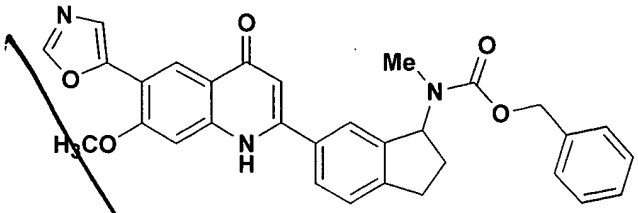

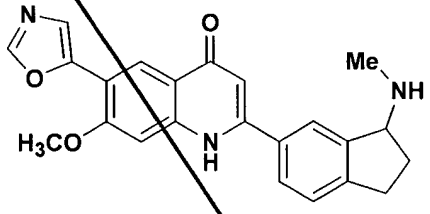

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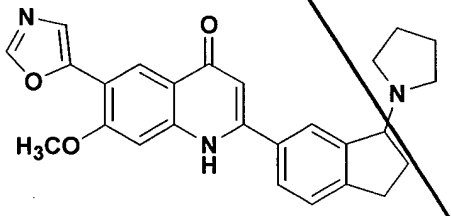

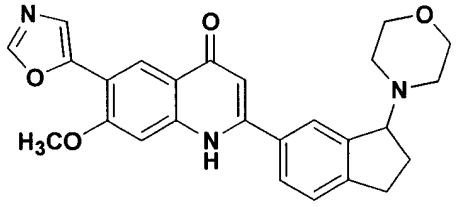

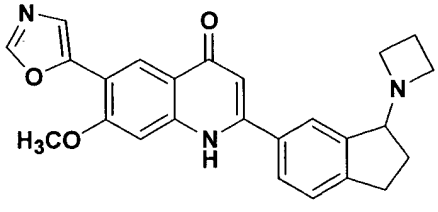

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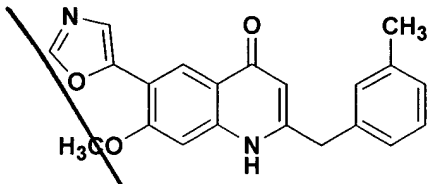

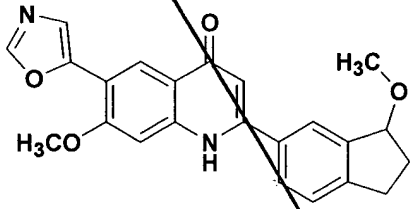

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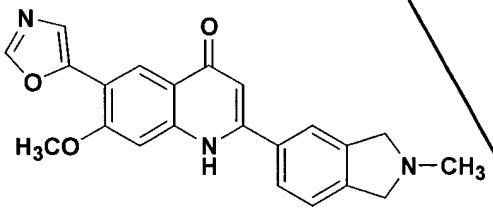

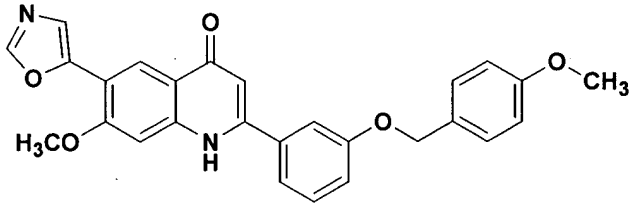

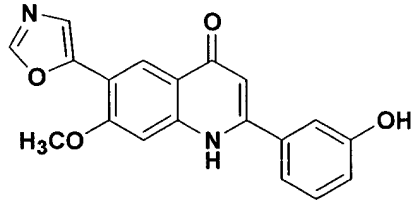

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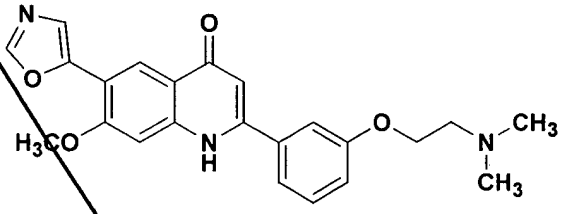

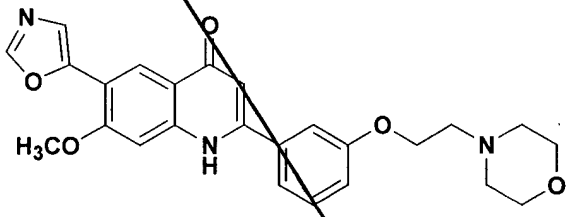

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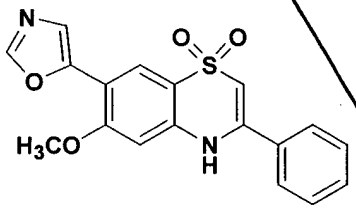

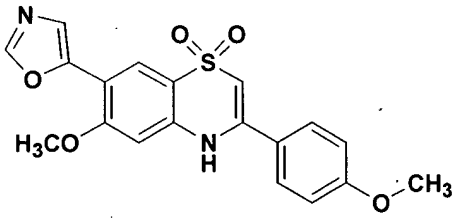

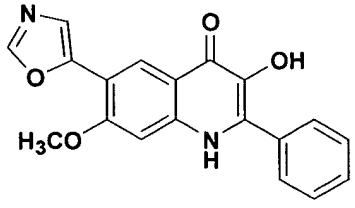

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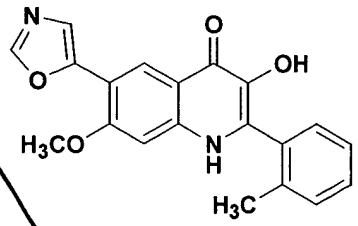

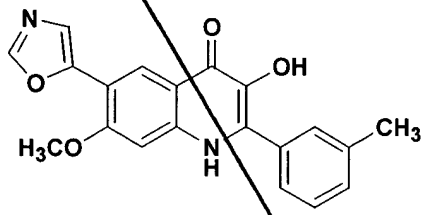

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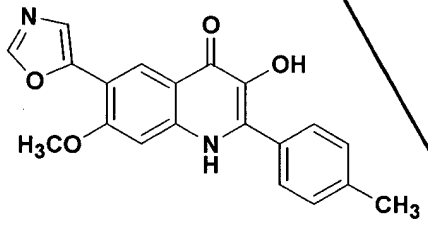

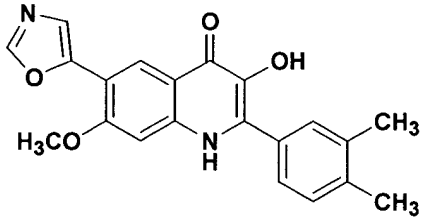

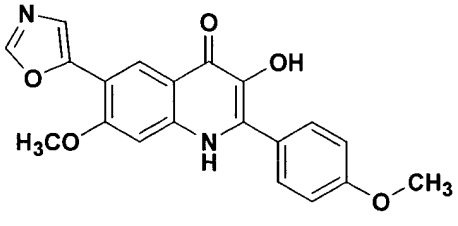

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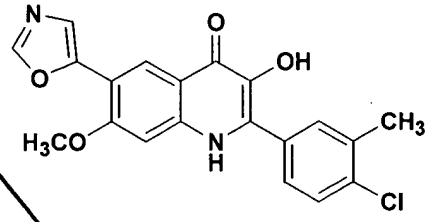

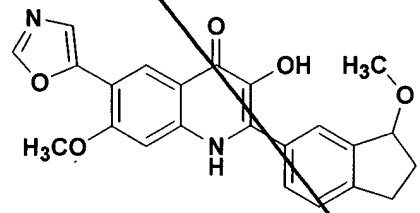

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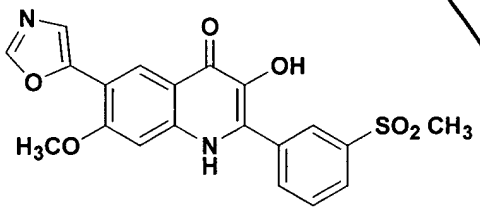

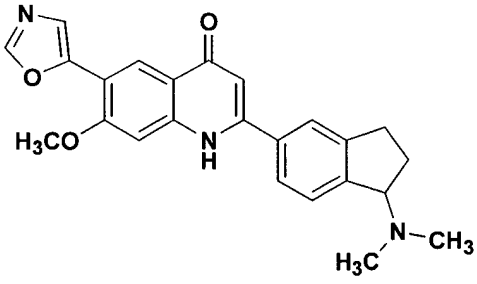

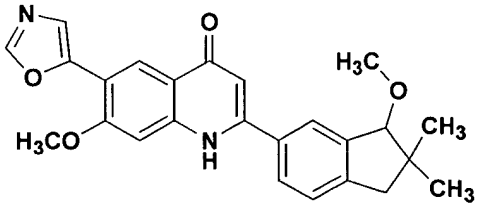

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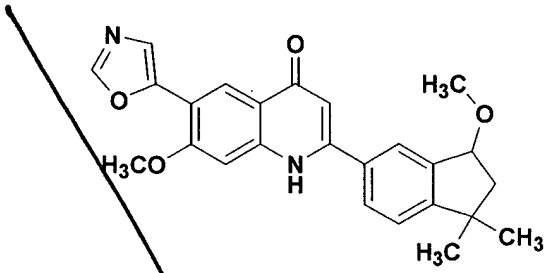

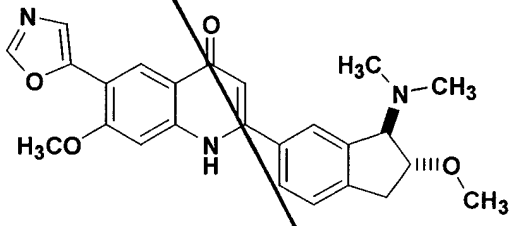

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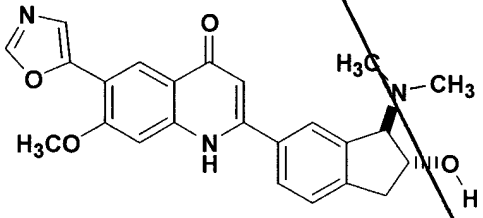

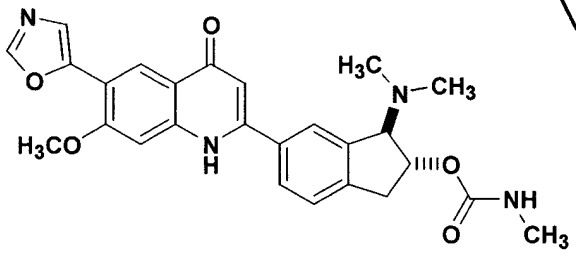

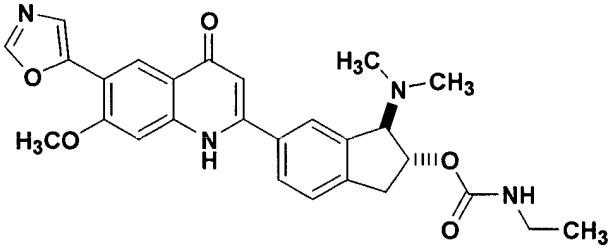

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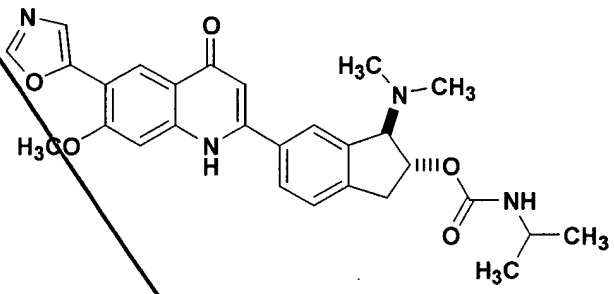

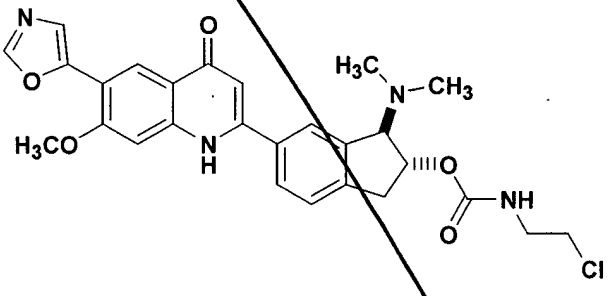

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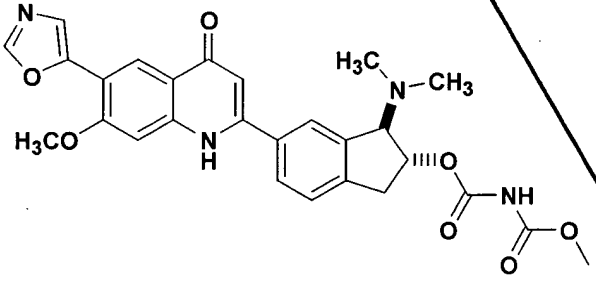

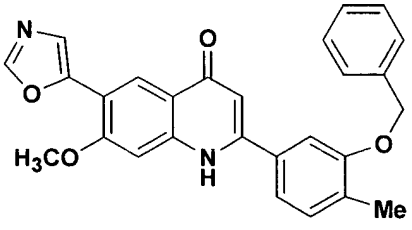

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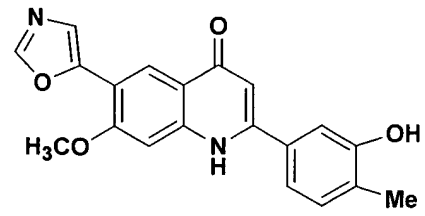

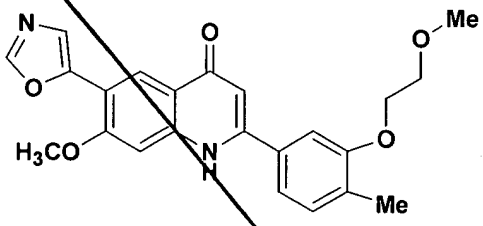

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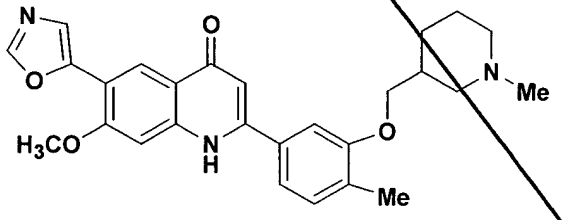

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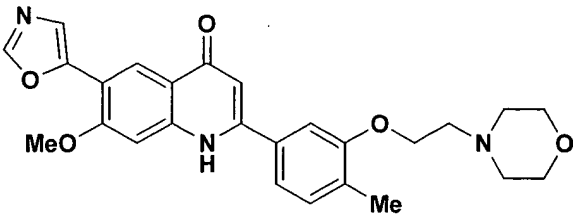

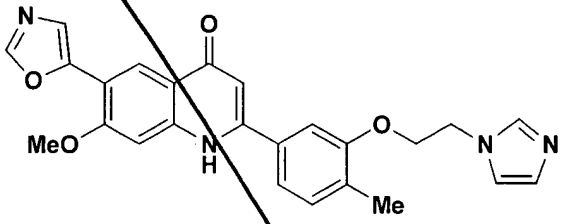

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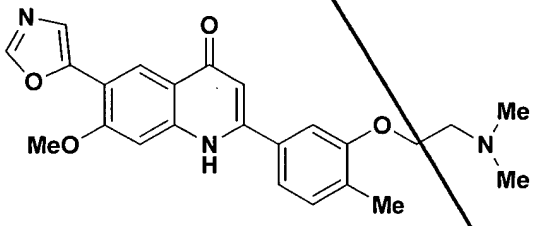

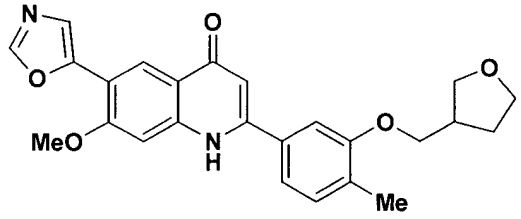

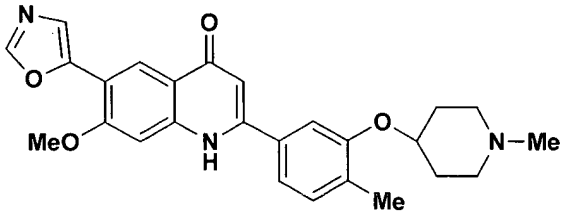

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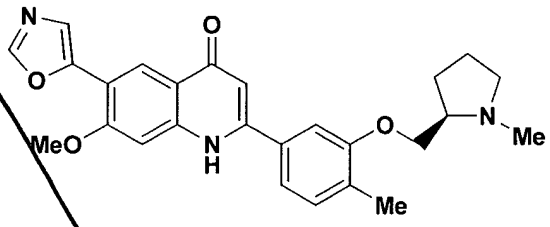

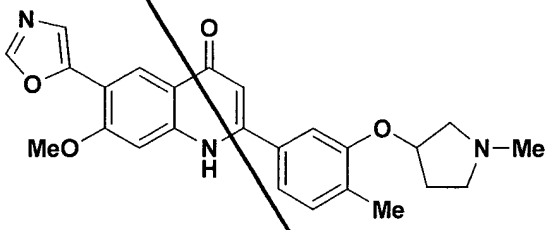

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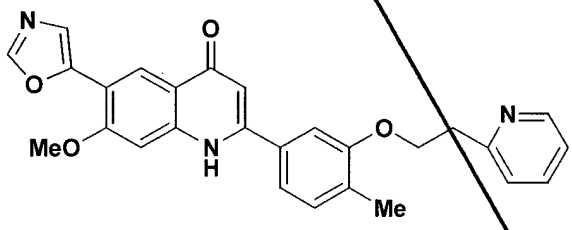

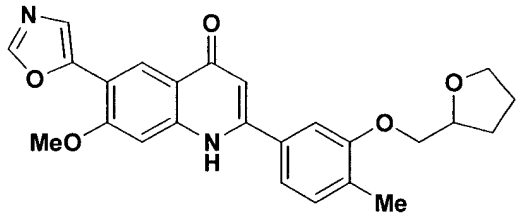

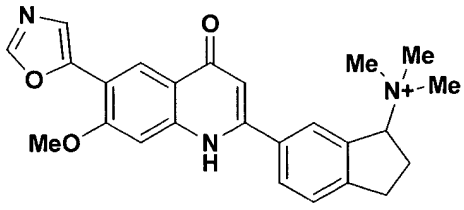

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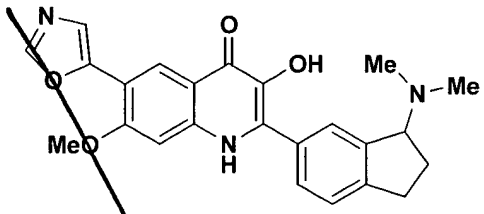

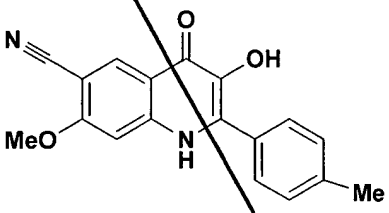

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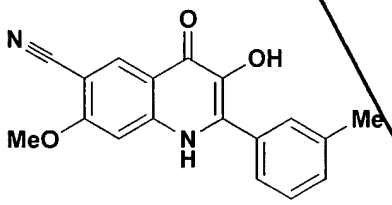
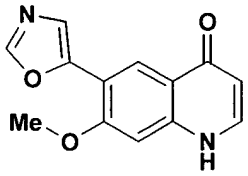
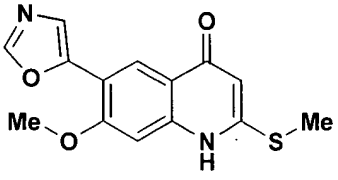
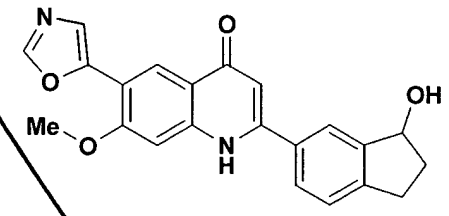
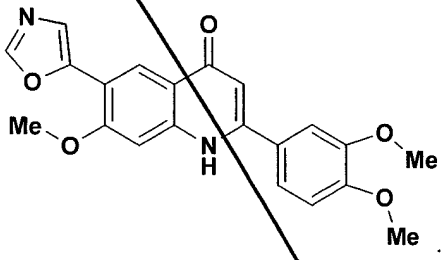






D1 Cont





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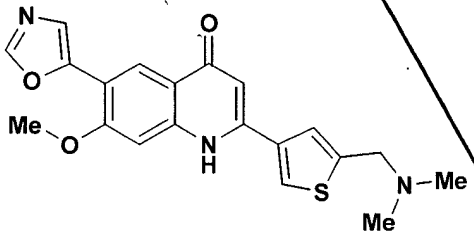

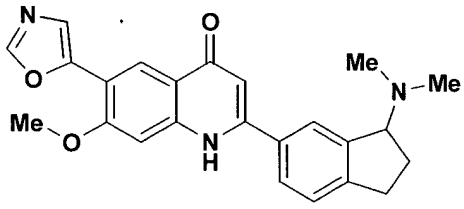

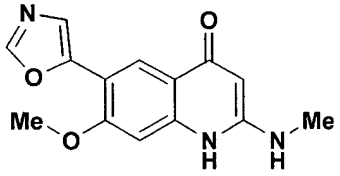

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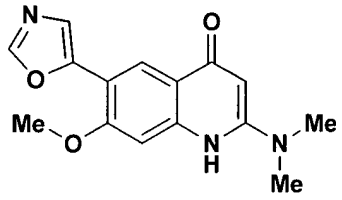

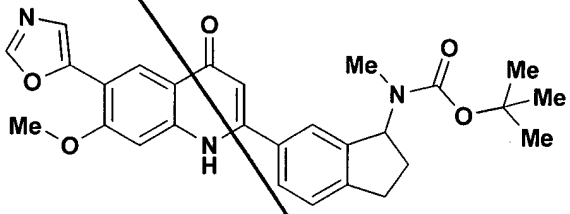

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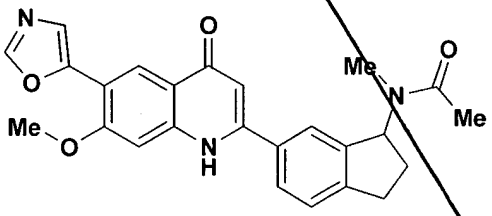

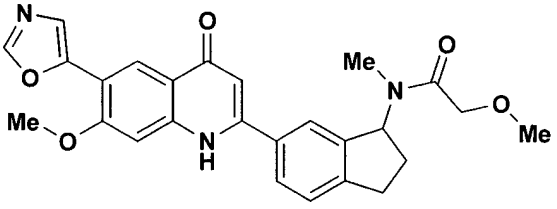

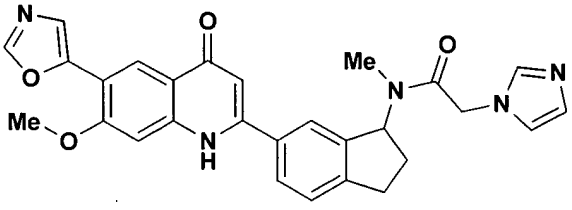

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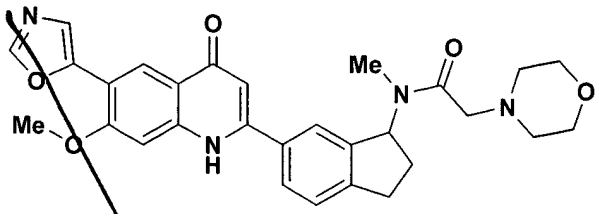

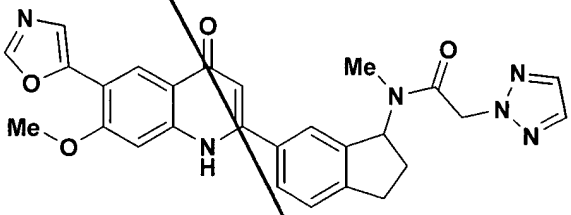

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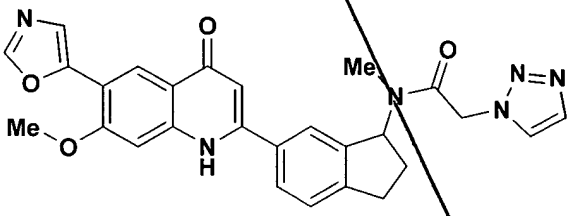

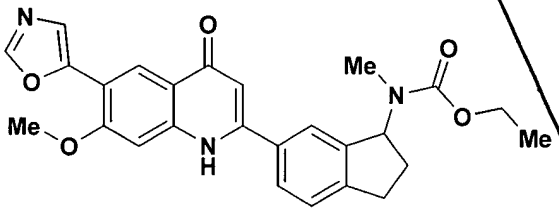

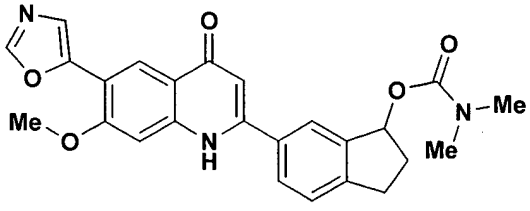

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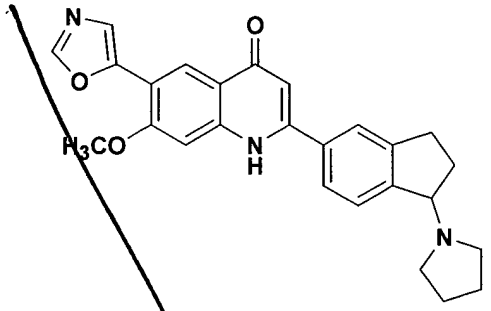

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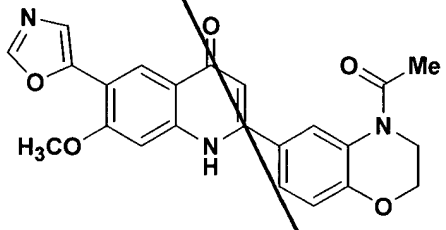

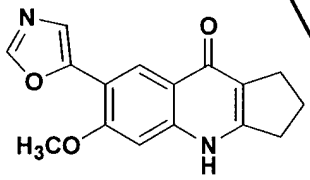

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